

MOTORCAR PARTS AMERICA INC  
 Form 4  
 March 30, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Miller Duane Franklin

2. Issuer Name and Ticker or Trading Symbol  
 MOTORCAR PARTS AMERICA INC [MPAA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/28/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

2929 CALIFORNIA STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

TORRANCE, CA 90503

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 03/28/2017                           |  | M                              | A   | 11,000  | D  |   |
| Common Stock                    | 03/28/2017                           |  | M                              | A   | 3,000   | D  |   |
| Common Stock                    | 03/28/2017                           |  | M                              | A   | 3,000   | D  |   |
| Common Stock                    | 03/28/2016                           |  | S                              | D   | 9,960   | D  |   |
| Common Stock                    | 03/29/2017                           |  | S                              | D   | 7,040   | D  |   |
|                                 |                                      |  |                                |   | \$ 30.1127<br>(1)   |  |   |
|                                 |                                      |  |                                |   | \$ 2,690  |  |   |
|                                 |                                      |  |                                |   | 30.1022   |  |   |

(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option                               | \$ 7.27  | 03/28/2017                           |  | M                              | 11,000  | 06/05/2008 <sup>(3)</sup> 06/05/2018                     | Common Stock  | 11,000                     |
| Stock Option                               | \$ 4.45  | 03/28/2017                           |  | M                              | 3,000   | 06/05/2009 <sup>(3)</sup> 06/05/2019                     | Common Stock  | 3,000                      |
| Stock Option                               | \$ 4.29  | 03/28/2017                           |  | M                              | 3,000   | 06/05/2012 <sup>(3)</sup> 06/05/2022                     | Common Stock  | 3,000                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Miller Duane Franklin<br>2929 CALIFORNIA STREET<br>TORRANCE, CA 90503 |               |           | X       |       |

## Signatures

/s/ Duane Miller 03/30/2017

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The price reported in Column 4 of Table I is a weighted average price. These shares were sold at multiple prices ranging from \$30.00 to \$30.34, inclusive. The reporting person undertakes to provide to Motorcar Parts of America, Inc., any security holder of Motorcar Parts of

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America, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- The price reported in Column 4 of Table I is a weighted average price. These shares were sold at multiple prices ranging from \$30.00 to \$30.37, inclusive. The reporting person undertakes to provide to Motorcar Parts of America, Inc., any security holder of Motorcar Parts of America, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2)
- (3) The option vested in full prior to the date hereof.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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